

COUNTY COMMISSIONERS OF CHARLES COUNTY, MARYLAND
RESOLUTION NO. 2009-12

A RESOLUTION to declare official intent with respect to the reimbursement of capital expenditures incurred in connection with certain reclaimed water facilities with the proceeds of the County's tax-exempt bonds.

RECITALS

1. Pursuant to the Development Agreement dated as of December 10, 2008 (the "Development Agreement") between the County Commissioners of Charles County (the "County") and CPV Maryland, LLC ("CPV"), CPV has agreed to design, permit and construct certain reclaimed water facilities (as more particularly described on Exhibit A hereto, the "Reclaimed Water Facilities"), to serve a natural gas-fired electrical generating facility to be located in the County.

2. Subject to the terms and conditions of the Development Agreement, the County reasonably expects (i) to issue tax-exempt bonds to finance all or a portion of the costs of CPV incurred in connection with the development, permitting, financing, and construction of the Reclaimed Water Facilities (including costs incurred in connection with rebuilding and/or constructing portions of the hiker/biker trail), including, without limitation all costs associated with the acquisition of property interests, costs of obtaining permits, design, engineering, construction and inspection, the costs of connections to the Existing County Pipeline (as defined in the Development Agreement), all financing costs, interest during construction, and reasonable expenses (collectively, the "Reclaimed Water Facilities Costs"), (ii) that certain expenditures relating to the Reclaimed Water Facilities Costs will be incurred and paid prior to the issuance of such bonds, and (iii) to reimburse such expenditures from the proceeds of such bonds.

3. The County wishes to declare such intent in order to comply with the requirements of Income Tax Regulation Section 1.150-2 and thereby to assure the eligibility of expenditures incurred or made with respect to the Reclaimed Water Facilities for reimbursement from the proceeds of tax-exempt bonds.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF CHARLES COUNTY:

Section 1: Capitalized terms used in this Resolution shall have the meanings given such terms in the Recitals.


Section 2: Subject to the terms and conditions of the Development Agreement, the County reasonably expects (i) to issue tax-exempt bonds to finance all or a portion of the Reclaimed Water Facilities Costs, (ii) that certain expenditures relating to the Reclaimed Water Facilities Costs will be incurred and paid prior to the issuance of such bonds and (iii) to reimburse such expenditures from the proceeds of such bonds in an aggregate principal amount not to exceed that set forth in Exhibit A.

Section 3: This Resolution is a declaration of official intent under Income Tax Regulation Section 1.150-2.


Section 4: This declaration of official intent shall be made a part of the official public records of the County. It shall also be available for public inspection when adopted and shall be continuously made available for such public inspection on a reasonable basis at the offices of the County until the issuance of the bonds from which the reimbursement is to be made.

Section 5: This Resolution takes effect from the date of its adoption.

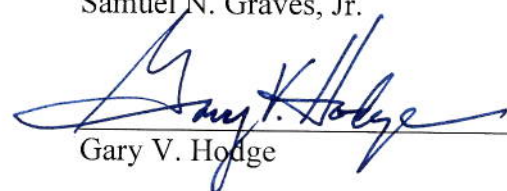
Adopted the 10th day of February, 2009.


Wayne Cooper, President


Edith J. Patterson, Vice President


Reuben B. Collins, II


Samuel N. Graves, Jr.


Gary V. Hodge

ATTEST:

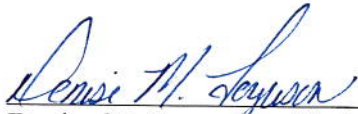

Denise M. Ferguson, Clerk

EXHIBIT A

<u>Description of Reclaimed Water Facilities</u>	<u>Maximum Amount to be Financed with Tax-Exempt Bonds</u>
An approximately 13.9 mile long pipeline to carry reclaimed water (treated effluent) from the Mattawoman wastewater treatment plant to CPV Maryland, LLC's proposed natural gas-fired electrical generating facility to be located in the County	\$30,000,000

\6919533.2

CERTIFICATE

I, DENISE FERGUSON, the duly appointed, qualified and acting Clerk to the County Commissioners of Charles County, do hereby certify that the attached Resolution was duly adopted by the Board of County Commissioners of Charles County at a meeting duly called and held on February 10, 2009, at which a quorum (five Commissioners) was present, and that said resolution has not been repealed, rescinded or amended since its adoption and is now in full force and effect; and I do hereby further certify that said resolution, after having been introduced, read and discussed, was duly adopted, five Commissioners voting in the affirmative and no Commissioners voting in the negative.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the County Commissioners of Charles County this 10th day of February, 2009.



Clerk to the County Commissioners
of Charles County

(SEAL)